

ENTROPIC COMMUNICATIONS INC

Form S-8

February 24, 2015

As filed with the Securities and Exchange Commission on February 23, 2015 Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Entropic Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

33-0947630
(I.R.S. Employer Identification No.)

6350 Sequence Drive

San Diego, California 92121

(Address of Principal Executive Offices)

2007 Equity Incentive Plan

2007 Employee Stock Purchase Plan

2007 Non-Employee Directors Stock Option Plan

(Full titles of the plans)

Theodore Tewksbury, Ph.D.

President and Chief Executive Officer

Entropic Communications, Inc.

6350 Sequence Drive

San Diego, California 92121

(858) 768-3600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Lance W. Bridges, Esq.

**Senior Vice President and General Counsel
Entropic Communications, Inc.
6350 Sequence Drive**

San Diego, California 92121

(858) 768-3600

Jason L. Kent, Esq.

Nathan J. Nouskajian, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, California 92121

(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
2007 Equity Incentive Plan				
Common Stock (par value \$0.001)	4,545,216 shares (3)	\$2.995	\$13,612,921.92	\$1,581.83
2007 Employee Stock Purchase Plan				
Common Stock (par value \$0.001)	1,363,564 shares (4)	\$2.995	\$4,083,874.18	\$474.55
2007 Non-Employee Directors Stock Option Plan				
Common Stock (par value \$0.001)	60,000 shares (5)	\$2.995	\$179,700	\$20.89
Total	5,968,780 shares	N/A	\$17,876,496.10	\$2,077.27

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of Registrant's common stock (the *Common Stock*) that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on February 19, 2015, as reported on The Nasdaq Global Select Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2007 Equity Incentive Plan (the *EIP*) on January 1, 2015 pursuant to an evergreen provision

contained in the EIP. Pursuant to such provision, on January 1st of each year commencing in 2008 and ending on (and including) January 1, 2017, the number of shares authorized for issuance under the EIP is automatically increased by a number equal to the lesser of (i) 5% of the aggregate number of shares of Common Stock outstanding on December 31st of the preceding calendar year, (ii) 7,692,307 shares of Common Stock or (iii) a lesser number of shares of Common Stock that may be determined by the Registrant's board of directors or a duly authorized committee of the board of directors.

- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2007 Employee Stock Purchase Plan (the *ESPP*) on January 1, 2015 pursuant to an evergreen provision contained in the ESPP. Pursuant to such provision, on January 1st of each year commencing in 2008 and ending on (and including) January 1, 2017, the number of shares authorized for issuance under the ESPP is automatically increased by a number equal to the lesser of (i) 1.5% of the aggregate number of shares of Common Stock outstanding on December 31st of the preceding calendar year, (ii) 2,307,692 shares of Common Stock, or (iii) a lesser number of shares that may be determined by the Registrant's board of directors or a duly authorized committee of the board of directors.
- (5) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2007 Non-Employee Directors' Stock Option Plan (the *NEDSOP*) on January 1, 2015 pursuant to an evergreen provision contained in the NEDSOP. Pursuant to such provision, on January 1st of each year commencing in 2008 and ending on (and including) January 1, 2017, the number of shares authorized for issuance under the NEDSOP is automatically increased by a number equal to the excess of (a) the number of shares of Common Stock subject to options granted under the NEDSOP during the preceding calendar year, over (b) the number of shares, if any, added back to the share reserve of the NEDSOP during the preceding calendar year, or a lesser number of shares of Common Stock that may be determined each year by the Registrant's board of directors or a duly authorized committee of the board of directors.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same benefit plans are effective. The Registrant previously registered shares of its Common Stock for issuance under the EIP, the ESPP and the NEDSOP, as the case may be, under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on December 7, 2007 (File No. 333-147916), February 6, 2008 (File No. 333-149077), February 23, 2009 (File No. 333-157460), February 4, 2010 (File No. 333-164700), February 4, 2011 (File No. 333-172058), February 3, 2012 (File No. 333-179340), March 1, 2013 (File No. 333-187002) and February 24, 2014 (File No. 333-194086). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on February 23, 2015.

Entropic Communications, Inc.

By: /s/ Theodore Tewksbury
Theodore Tewksbury, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Theodore Tewksbury and David Lyle, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Theodore Tewksbury		
Theodore Tewksbury	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 23, 2015
/s/ David Lyle		
David Lyle	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 23, 2015
/s/ Shannon Catalano		
	Vice President, Accounting and Chief	February 23, 2015

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Shannon Catalano

Accounting Officer

(Principal Accounting Officer)

/s/ Umesh Padval

Umesh Padval

Chairman of the Board of Directors

February 23,
2015

Signature	Title	Date
/s/ Robert Bailey Robert Bailey	Director	February 23, 2015
/s/ Keith Bechard Keith Bechard	Director	February 23, 2015
/s/ William Bock William Bock	Director	February 23, 2015
/s/ Kenneth Merchant Kenneth Merchant	Director	February 23, 2015

EXHIBIT INDEX

Exhibit

Number

- 3.1(1) Registrant's Amended and Restated Certificate of Incorporation.
- 3.2(2) Registrant's Amended and Restated Bylaws.
- 4.1 Reference is made to Exhibits 3.1 and 3.2.
- 4.2(3) Form of Common Stock Certificate of the Registrant.
- 5.1 Opinion of Cooley LLP.*
- 23.1 Consent of Independent Registered Public Accounting Firm.*
- 23.2 Consent of Cooley LLP. Reference is made to Exhibit 5.1.
- 24.1 Power of Attorney. Reference is made to the signature page hereto.
- 99.1(4) 2007 Equity Incentive Plan and Form of Stock Option Agreement, Form of Stock Option Grant Notice and Notice of Exercise thereunder.
- 99.2(4) 2007 Employee Stock Purchase Plan and Form of Offering Document thereunder.
- 99.3(5) 2007 Non-Employee Directors' Stock Option Plan and Form of Stock Option Agreement and Form of Stock Option Grant Notices thereunder.

* Filed herewith.

- (1) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed with the SEC on December 13, 2007, and incorporated herein by reference.
- (2) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed with the SEC on October 1, 2013, and incorporated herein by reference.
- (3) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-144899), as amended, filed with the SEC, and incorporated herein by reference.

- (4) Filed as an exhibit to the Registrant's Annual Report on Form 10-K, filed with the SEC on March 3, 2008, and incorporated herein by reference.

- (5) Filed as an exhibit to the Registrant's Annual Report on Form 10-K, filed with the SEC on February 3, 2011, and incorporated herein by reference.